

**Exhibit C**

**Articles of Incorporation and  
Certificate of Authority to Transact Business in Illinois**

# Delaware

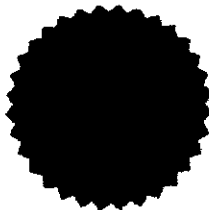
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ESSEX ACQUISITION CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ESSEX ACQUISITION CORPORATION" WAS INCORPORATED ON THE TWELFTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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030185141

AUTHENTICATION: 2318611

DATE: 03-19-03

CERTIFICATE OF INCORPORATION

OF

ESSEX ACQUISITION CORPORATION

FIRST. The name of the corporation is Essex Acquisition Corporation (the "Corporation").

SECOND. The registered office of the Corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The registered agent in charge thereof is Corporation Service Company.

THIRD. The purpose or purposes of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, and to have and exercise all the powers conferred by the laws of the State of Delaware upon corporations formed under the General Corporation Law of the State of Delaware.

FOURTH. The Corporation is authorized to issue two (2) classes of shares to be designated respectively as Common Stock ("Common Stock") and Preferred Stock ("Preferred Stock"). The total number of shares of capital stock that the corporation is authorized to issue is Two Thousand (2,000), of which One Thousand (1,000) shall be shares of Common Stock, with a par value of one cent (\$0.01), and of which One Thousand (1,000) shall be shares of Preferred Stock, with a par value of one cent (\$0.01) per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the remaining shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter, for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares and as may be permitted by the General Corporation Law of the State of Delaware. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

FIFTH. The name and mailing address of the incorporator is as follows:

Stacie K. Joyner  
1200 New Hampshire Avenue, N.W.  
Suite 800  
Washington, D.C. 20036-6802

SIXTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation shall have the following powers:

(a) To adopt, and to alter or amend the Bylaws and to fix the amount to be reserved as working capital; and

(b) With the consent in writing or pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, to dispose of, in any manner, all or substantially all of the property of this corporation.

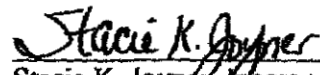
SEVENTH. The stockholders and directors of the Corporation shall have the power to hold their meetings and keep the books, documents and papers of the corporation within or outside the State of Delaware and at such place or places as may be from time to time designated by the Bylaws or by resolution of the stockholders or directors, except as otherwise required by the laws of the State of Delaware.

EIGHTH. The objects, purposes and powers specified in any clause or paragraph of this Certificate of Incorporation shall be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Certificate of Incorporation. The objects, purposes and powers in each of the clauses and paragraphs of this Certificate of Incorporation shall be regarded as independent objects, purposes and powers. The objects, purposes and powers specified in this Certificate of Incorporation are in furtherance and not in limitation of the objects, purposes and powers conferred by statute.

NINTH. The Corporation shall have the power to indemnify its officers, directors, employees and agents, and such other persons as may be designated as set forth in the Bylaws, to the full extent permitted by the laws of the State of Delaware. A director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duties as a director, provided that the liability of a director (i) for any breach of the director's loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit shall not be eliminated or limited hereby.

TENTH. The Corporation shall have perpetual existence.

The undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, does hereby make, file and record this Certificate of Incorporation and does hereby certify that the facts herein stated are true, and has accordingly hereunto set her hand and seal.

  
Stacie K. Joyner, Incorporator

Dated: August 9, 2002

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Form **BCA-13.15**  
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

**FILED**

FEB 10 2003

**JESSE WHITE**  
**SECRETARY OF STATE**

This space for use by Secretary of State

Date 02/10/03

License Fee \$

Franchise Tax \$ 209.87

Filing Fee \$ 75.00

Penalties \$

Approved: 284.87

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: Essex Acquisition Corporation

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 8/12/2002

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located: 6590 West Rogers Circle, Suite 6A  
Boca Raton, FL 33487

(b) Address of principal office in Illinois:  
(If none, so state) none

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent National Registered Agents, Inc.

First Name

Middle Name

Last Name

Registered Office 208 South LaSalle Street, Suite 1855

Number

Street

Suite #

Chicago, IL 60604

County of Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
DE, CT, MA, NY, NJ, RI, PA, WV, CO

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	See attached addendum			
Secretary				
Director				
Director				
Director				

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If more than 3, attach list

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7. Purpose or purposes proposed to be pursued in transacting business in this state:  
 (If not sufficient space to cover this point, add one or more sheets of this size.)  
 Telecommunication services

## 8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		.01	1000	100
Preferred	(un Designated)	.01	1000	0

## 9. Paid-in Capital: \$ 55,965,172

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 20,000,000
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 25,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 30,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 100,000

## 11. Interrogatories: (Important – this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Boca Raton, FL
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 100
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: N/A

## 12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated FEBRUARY 4, 2003  
 (Month & Day) (Year)

attested by \_\_\_\_\_  
 (Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

Essex Acquisition Corporation  
 (Exact Name of Corporation)

by \_\_\_\_\_  
 (Signature of President or Vice President)

by Ronald Gavillet  
 (Type or Print Name and Title)

Ronald Gavillet, Secretary

- PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- \*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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**Addendum**

**Essex Acquisition Corporation**

**Officers and Directors List**

**Officers:**

President/CEO	Ken Baritz	6590 West Rogers Circle, Suite 6A Boca Raton, FL 33487
Secretary	Ronald W. Gavillet	790 Frontage Road, Suite 320 Northfield, IL 60093
COO	James Doherty	6590 West Rogers Circle, Suite 6A Boca Raton, FL 33487

**Directors**

Ken Baritz	6590 West Rogers Circle, Suite 6A, Boca Raton, FL 33487
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